

EXHIBIT 5

EXHIBIT B**FORM OF JOINDER**

The undersigned is executing and delivering this Joinder Agreement pursuant to that certain Indemnification Agreement, dated as of [____], 2016 (as amended or otherwise modified from time to time in accordance with its terms, the “**Indemnification Agreement**”) by and among [____] (“**Parent**”), Ottomotto Inc., a Delaware corporation (the “**Company**”); [____], as the Indemnified Persons’ Representative, and each of the individuals signatory thereto. Capitalized terms used but not defined in this Joinder Agreement shall have the respective meanings ascribed to them in the Indemnification Agreement.

The undersigned acknowledges and agrees that, prior to the execution of this Joinder Agreement, and as a material inducement to Parent’s willingness to enter into this Joinder Agreement, the undersigned has (i) completed a due diligence review by the Outside Expert to determine whether the undersigned has committed any Bad Acts and (ii) certified to Parent as to the good faith, complete and truthful completion of such due diligence review by the undersigned and to the good faith, complete and truthful response by the undersigned to all inquiries of the Outside Expert (the “**New Employee Certification**”). The undersigned represents and warrants to Parent that attached hereto as Annex I is a true, correct and complete copy of the New Employee Certification, duly executed by the undersigned.

In accordance with the provisions of Section 3.14 of the Indemnification Agreement, the undersigned hereby agrees to and does become a party to the Indemnification Agreement and agrees to be and is bound by all of the terms, conditions and limitations of such agreement as a “Diligenced Employee” thereunder. This Joinder Agreement shall serve as a counterpart signature page to the Indemnification Agreement and by executing below, the undersigned is deemed to have executed the Indemnification Agreement, effective as of the date hereof.

Accordingly, the undersigned has executed and delivered this Joinder Agreement as of the _____ day of _____, 2016.

By: _____
 Name: [____]
 Title: [____]
 Address: _____

 Phone: _____
 Fax: _____
 Email: _____

Acknowledged, agreed and accepted
as of the date first above written:

[Parent]

By: _____
Name: _____
Title: _____

[Signature Page to Indemnification Agreement Joinder]

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ANNEX I

New Employee Certification